

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
FIRST GUARANTY MORTGAGE)	Case No. 22-10584 (CTG)
CORPORATION, <i>et al.</i> ¹)	(Jointly Administered)
)	
Debtors.)	
)	Related Docket Nos. 625, 637, 640

NOTICE OF FILING OF FINAL VOTING DECLARATION

PLEASE TAKE NOTICE that on October 28, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Declaration of Andres A. Estrada with Respect to the Tabulation of Votes on the Amended Chapter 11 Combined Plan & Disclosure Statement of First Guaranty Mortgage Corporation and Debtor Affiliate* [Docket No. 625] (the “Voting Declaration”).

PLEASE TAKE FURTHER NOTICE that on October 30, 2022, the Debtors filed a *Notice of Filing of Revised Exhibit D to Voting Declaration* [Docket No. 637].

PLEASE TAKE FURTHER NOTICE that on October 30, 2022, the Debtors filed a *Notice of Filing of Further Revised Exhibit D to Voting Declaration* [Docket No. 640].

PLEASE TAKE FURTHER NOTICE that attached hereto for convenience, as Exhibit A, is a final conformed version of the Voting Declaration.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: First Guaranty Mortgage Corporation (9575); and Maverick II Holdings, LLC (5621). The Debtors’ mailing address is 5800 Tennyson Parkway, Suite 450, Plano, TX 75024.

Dated: October 30, 2022

PACHULSKI STANG ZIEHL & JONES LLP

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Counsel to Debtors and Debtors in Possession

Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FIRST GUARANTY MORTGAGE
CORPORATION, *et al.*,¹
Debtors.

Chapter 11

Case No. 22-10584 (CTG)
(Jointly Administered)

**DECLARATION OF ANDRES A. ESTRADA WITH RESPECT TO THE TABULATION OF
VOTES ON THE AMENDED COMBINED DISCLOSURE STATEMENT AND CHAPTER 11
PLAN OF FIRST GUARANTY MORTGAGE CORPORATION AND DEBTOR AFFILIATE**

I, Andres A. Estrada, depose and say under the penalty of perjury:

1. I am a Managing Director of Corporate Restructuring Services employed by Kurtzman Carson Consultants LLC (“KCC”), whose main business address is 222 N. Pacific Coast Highway, 3rd Floor, El Segundo, California 90245.

2. I submit this declaration (the “Declaration”) with respect to the solicitation of votes and the tabulation of Ballots cast on the *Amended Combined Disclosure Statement and Chapter 11 Plan of First Guaranty Mortgage Corporation and Debtor Affiliate* [D.I. 518] (the “Combined Plan and Disclosure Statement”),² Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of KCC. If I were called to testify, I could and would testify competently as to the facts set forth herein.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: First Guaranty Mortgage Corporation (9575); and Maverick II Holdings, LLC (5621). The Debtors’ mailing address is 5800 Tennyson Parkway, Suite 450, Plano, TX 75024.

² Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Combined Plan and Disclosure Statement or Solicitation Procedures Order (as defined herein), as applicable.

3. The Bankruptcy Court authorized KCC's retention (i) as claims and noticing agent to the Debtors on July 1, 2022 pursuant to the *Order Granting Debtors' Application for Order Appointing Kurtzman Carson Consultants LLC as Claims and Noticing Agent, Effective as of the Petition Date* [D.I 58], and (ii) as administrative advisor to the Debtors on July 28, 2022 pursuant to the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Effective as of the Petition Date* [D.I. 229] (together, the "**Retention Orders**"). The Retention Orders authorize KCC to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Combined Plan and Disclosure Statement. KCC and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

SERVICE AND TRANSMITTAL OF SOLICITATION PAKCAGES AND THE TABULATION PROCESS

4. On October 7, 2022, the Bankruptcy Court entered the *Order (I) Granting Interim Approval of the Disclosures; (II) Scheduling a Combined Hearing to Consider Final Approval of the Disclosures and Confirmation of the Combined Plan, and Setting Deadlines Related Thereto; (III) Approving Solicitation Packages and Procedures; (IV) Approving the Forms of Ballot; and (V) Granting Related Relief* [D.I.524] (the "Solicitation Procedures Order"), establishing procedures to solicit votes from and tabulate Ballots submitted by holders of claims entitled to vote on the Combined Plan and Disclosure Statement or opt out of the Combined Plan and Disclosure Statement's third party releases. KCC adhered to the procedures outlined in the Solicitation Procedures Order, the Ballots, and Opt Out Election Forms distributed to parties entitled to vote or opt out. I supervised the solicitation and tabulation performed by KCC's employees.

5. Pursuant to the Solicitation Procedures Order, KCC transmitted Solicitation Packages (as defined in the Solicitation Procedures Motion) to those holders of claims entitled to

vote on the Combined Plan and Disclosure Statement as of the September 28, 2022 record date, as well as those creditors who filed proofs of claim in advance of the October 14, 2022 Bar Date. Only holders of Claims in Class 3 (Secured Prepetition Facility Claims), Class 4 (Loan Settlement Claims), Class 5 (Prepetition LVS II Offshore Guaranty Claims), and Class 6 (General Unsecured Claims) (the “Voting Classes”) were entitled to vote to accept or reject the Combined Plan and Disclosure Statement. No claims were identified and assigned to Class 4 (Loan Settlement Claims). As such, Class 4 is not included in the tabulation results. In lieu of a Solicitation Package, all known (i) holders of claims in Classes 1 and 2 received the Non-Voting Parties Notice (Presumed to Accept) with Opt Out Election Form as Exhibit 1 [D.I. 527] and (ii) holders of Interests in Class 7 received the Non-Voting Parties Notice (Presumed to Reject) with Opt Out Election Form as Exhibit 1 [D.I 528], all in accordance with the Solicitation Procedures Order.

6. KCC worked closely with the Debtors’ Counsel to identify the holders in the Voting Classes entitled to vote on the Combined Plan and Disclosure Statement or opt out of Combined Plan and Disclosure Statement’s third party releases, and to coordinate the distribution of solicitation materials and opt out forms to such holders. A detailed description of KCC’s distribution of solicitation materials and forms of service thereof to holders entitled to vote on the Combined Plan and Disclosure Statement or opt out of the Combined Plan and Disclosure Statement’s third party releases is set forth in the Certificate of Service, which was filed with the Bankruptcy Court of October 26, 2022 [D.I. 610].

7. On October 7, 2022, KCC posted links to the electronic versions of the Combined Hearing Notice, Combined Plan and Disclosure Statement, Solicitation Procedures Order and Non-Voting Parties Notices, on the public access website at www.kccllc.net/FGMC.

8. In accordance with the Solicitation Procedures Order, KCC received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Combined Plan and Disclosure Statement. Each Ballot submitted to KCC was date-stamped, scanned, assigned a Ballot number, entered into KCC's voting database, and processed. To be included in the tabulation results as valid, a Ballot must have been (a) properly completed pursuant to the Solicitation Procedures Order, (b) executed by the relevant holder entitled to vote on the Combined Plan and Disclosure Statement (or such holder's representative), (c) returned to KCC via an approved method of delivery set forth in the Solicitation Procedures Order, and (d) received by KCC on or before October 26, 2022 at 4:00 p.m. (Eastern Time) (the "Voting Deadline").

9. On October 17, 2022, the Debtors' filed an *Objection to Proof of Claim No. 124 Solely for Voting Purposes* [D.I. 561] seeking entry of an order reducing the voting amount of Claim No. 124 filed by Kari Crutcher to \$1.00. A *Response in Opposition to Debtors' Objection* [D.I. 596] was filed on October 24, 2022.

10. The final tabulation of votes cast by timely and properly completed Ballots received by KCC is attached hereto as **Exhibit A**. The detailed Ballot reports for the Voting Classes 3, 5, and 6 are attached to this Declaration as **Exhibit A-1** through **Exhibit A-3**, respectively.

11. An alternative tabulation of votes accounting for Claim No. 124 filed by Kari Crutcher voting in the asserted claim amount of \$81,361,126.92 is attached hereto as **Exhibit B**

12. A report of any parties in the Voting Classes excluded from the final tabulation, and the reasons for exclusion of such Ballots, is attached hereto as **Exhibit C**. All such Ballots were not counted for one of the following reasons: Ballot did not indicate an acceptance or rejection (i.e. an "abstained" vote), the Ballot was returned late, or the Ballot was submitted by an insider.

13. In addition, in accordance with the Solicitation Procedures Order, KCC reviewed and tabulated the elections recorded on the Opt Out Election Forms received by the Voting Deadline from holders entitled to opt out of the Combined Plan and Disclosure Statement's third party releases. A report of any such holders that checked the opt out box on their Ballots or Opt Out Election Forms is attached hereto as **Exhibit D**. For the avoidance of doubt, this Declaration does not certify the validity or enforceability of any opt out elections received and reported on **Exhibit D** hereto, but rather this Declaration is providing such information for reporting and informational purposes only.

Conclusion

To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Combined Plan and Disclosure Statement is true.

Dated: October 28, 2022

/s/ Andres A. Estrada
Andres A. Estrada
KCC
222 N Pacific Coast Highway,
3rd Floor
El Segundo, CA 90245
Tel 310.823.9000

EXHIBIT A

Class	Class Description	Not Tabulated	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total \$ Voted	\$ Accepted	\$ Rejected	% \$ Accepted	% \$ Rejected
3	Secured Prepetition Facility Claims	1	3	1	2	33.33	66.67	\$152,511,248.32	\$144,219,127.98	\$8,292,120.34	94.56	5.44
5	Prepetition LVS II Offshore Guaranty Claim	0	1	1	0	100.00	0.00	\$25,717,283.14	\$25,717,283.14	\$0.00	100.00	0.00
6	General Unsecured Claims	9	51	41	10	80.77	19.23	\$39,005,358.01	\$32,490,294.36	\$6,515,063.65**	83.00	17.00

**Voting amount reduced for ballot #12 submitted by Kari Crutcher from \$81,361,126.92 to \$1.00 per filed objection.

Class 3 Ballot Detail
Secured Prepetition Facility Claims

Ballot				
Creditor Name	Date Filed	No.	Voting Amount	Vote
Customers Bank	10/26/2022	49	\$2,292,120.34	Reject
Customers Bank	10/26/2022	51	\$6,000,000.00	Reject
Texas Capital Bank	10/26/2022	56	\$144,219,127.98	Accept

Class 5 Ballot Detail

Prepetition LVS II Offshore Guaranty Claim

Ballot				
Creditor Name	Date Filed	No.	Voting Amount	Vote
LVS II Offshore, L.P.	10/25/2022	41	\$25,717,283.14	Accept

Class 6 Ballot Detail
General Unsecured Claims

Creditor Name	Date Filed	Ballot No.	Voting Amount	Vote
AMERICAN EXPRESS	10/25/2022	34	\$67,207.22	Reject
Angel Oak Capital Advisors, LLC, as Administrator	10/21/2022	19	\$14,029,182.66	Accept
Anthony Shaw	10/20/2022	16	\$13,251.20	Accept
BMO Capital Markets Corp.	10/26/2022	45	\$222,578.11	Accept
Chiusano, Joseph	10/16/2022	5	\$9.00	Reject
Consolidated Analytics, Inc.	10/26/2022	53	\$31,585.00	Accept
Customers Bank	10/26/2022	50	\$1.00	Reject
El Paso Electric	10/19/2022	11	\$1,052.21	Accept
Escape Mortgage LLC	10/18/2022	8	\$265,000.00	Accept
FAIRWAY ASSET CORPORATION	10/14/2022	3	\$9,868.57	Accept
Fastapp, Inc.	10/14/2022	2	\$8,750.00	Accept
Federal Home Loan Mortgage Corporation	10/26/2022	57	\$2,565,000.00	Accept
GERALD HALL	10/24/2022	26	\$1,855.50	Accept
Greenway Funding Group, Inc.	10/26/2022	43	\$2,568.75	Accept
Greeway Funding Group Inc.	10/26/2022	44	\$2,568.75	Accept
HLP INTEGRATION	10/26/2022	47	\$1,401.09	Accept
J.V.B. Financial Group LLC	10/25/2022	31	\$5,704,097.36	Reject
James W. Richard	10/26/2022	59	\$1.00	Accept
Jennifer Wolter	10/26/2022	60	\$44,250.50	Accept
Kari Crutcher	10/19/2022	12*	\$81,361,126.92	Reject
Lawyers Title Company	10/18/2022	10	\$164.00	Accept
Leighton, Stacy J	10/20/2022	15	\$1,489.93	Accept
Liberty Mutual Insurance Company	10/25/2022	32	\$12,104,176.50	Accept
Lynx Whole Loan Acquisition LLC	10/26/2022	52	\$288,087.84	Reject
Melissa Data Corporation	10/14/2022	4	\$1,210.60	Accept
Mid-Missouri Bank	10/21/2022	17	\$15,004.00	Accept
MRK Paseo LLC	10/26/2022	48	\$127,498.26	Accept
Ncontracts, LLC	10/25/2022	30	\$6,332.04	Reject

*Ballot #12 pending objection to reduce voting amount to \$1.00.

Class 6 Ballot Detail
General Unsecured Claims

Creditor Name	Date Filed	Ballot No.	Voting Amount	Vote
Nicholas D. Mosser	10/24/2022	25	\$1,000,000.00	Accept
Optimal Blue, LLC	10/25/2022	37	\$242,407.03	Reject
Optimal Blue, LLC	10/25/2022	38	\$206,746.16	Reject
Platinum Parking	10/14/2022	1	\$2,487.95	Accept
Polunsky Beitel Green, LLP	10/24/2022	27	\$1,400.00	Accept
R3 Appraisal Management LLC	10/23/2022	20	\$33,625.00	Accept
Richey May Advisory, LLC	10/26/2022	58	\$96,017.74	Accept
Rushmore Loan Management Services LLC	10/26/2022	46	\$956,665.05	Accept
Seay, Cynthia	10/18/2022	9	\$119,850.00	Accept
Seroka and Associates, Inc.	10/20/2022	14	\$9,125.00	Accept
SitusAMC Advisory & Risk Solutions LLC DBA Mountainview Risk & Analytics	10/26/2022	42	\$5,000.00	Accept
Soulence, LLC dba Soulence Tax and Accounting	10/24/2022	23	\$8,870.00	Accept
Sourcepoint, Inc.	10/24/2022	22	\$605,071.07	Accept
Summit Mortgage Corporation	10/24/2022	24	\$64,988.05	Accept
The Appraisal Hub, LLC	10/25/2022	39	\$175.00	Reject
The North River Insurance Company	10/26/2022	55	\$1.00	Accept
The Ritz-Carlton Hotel Company, L.L.C., a Delaware Limited Liability Co dba Golf Resort, Naples	10/24/2022	28	\$77,439.77	Accept
The Scotsman Guide Media Inc.	10/25/2022	35	\$2,100.00	Accept
TriStar Finance Inc.	10/17/2022	6	\$39,770.00	Accept
Veri-Tax LLC	10/17/2022	7	\$4,269.60	Accept
WSFS Wealth	10/20/2022	13	\$3,000.00	Accept
Yvette Ramirez	10/23/2022	21	\$4,312.50	Accept
Yvonne M Clay	10/24/2022	29	\$7,845.00	Accept

EXHIBIT B

Exhibit B
Alternate Ballot Tabulation Summary

Class	Class Description	Not Tabulated	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total \$ Voted	\$ Accepted	\$ Rejected	% \$ Accepted	% \$ Rejected
3	Secured Prepetition Facility Claims	1	3	1	2	33.33	66.67	\$152,511,248.32	\$144,219,127.98	\$8,292,120.34	94.56	5.44
5	Prepetition LVS II Offshore Guaranty Claim	0	1	1	0	100.00	0.00	\$25,717,283.14	\$25,717,283.14	\$0.00	100.00	0.00
6	General Unsecured Claims	9	51	41	10	80.39	19.61	\$120,366,483.93	\$32,490,294.36	\$87,876,189.57	26.99	73.01

EXHIBIT C

Ballots Excluded from Tabulation

Creditor Name	Date Filed	Ballot No.	Class	Voting Amount	Vote	Opt Out of Third Party Releases?	Reason Not Tabulated
AZUZA LLC	10/27/2022	67	6 General Unsecured Claims	\$72,243.65	Accept	Yes	Not Timely
Bravo II Guarantor I LLC	10/25/2022	40	6 - General Unsecured Claims	\$1,293,150.00	Accept	Yes	Insider
Flagstar Bank, FSB	10/26/2022	54	3 - Secured Prepetition Facility Claims	\$49,631,011.56	Abstain	Yes	Abstain
HCL America, Inc.	10/25/2022	36	6 - General Unsecured Claims	\$945,249.50	Abstain	Yes	Abstain
JAMES M WEST, INC	10/21/2022	18	6 - General Unsecured Claims	\$250.00	Abstain		Abstain
Jessie Palmer	10/26/2022	63	6 - General Unsecured Claims	\$450,000.00	Reject	Yes	Not Timely
Lynley VanSingel	10/26/2022	62	6 - General Unsecured Claims	\$600,000.00	Reject	Yes	Not Timely
Massachusetts Mutual Life Insurance Company	10/25/2022	33	6 - General Unsecured Claims	\$1.00	Abstain	Yes	Abstain
Melanie Meyer	10/26/2022	61	6 - General Unsecured Claims	\$450,000.00	Reject	Yes	Not Timely
SREP-OCPFWTX, LLC Successor-in-Interest to Throckmorton Fw3, LLC,	10/27/2022	68	6 General Unsecured Claims	\$204,220.75	Accept	Yes	Not Timely

EXHIBIT D

[Revised] Opt Out Parties

Creditor Name	Date Filed	Opt Out of Third Party Releases?
AMERICAN EXPRESS	10/25/2022	Yes
Anthony Shaw	10/20/2022	Yes
AZUZA LLC	10/27/2022	Yes
BMO Capital Markets Corp.	10/26/2022	Yes
Bravo II Guarantor I LLC	10/25/2022	Yes
Buck, Kevin W.	10/24/2022	Yes
Chiusano, Joseph	10/16/2022	Yes
Consolidated Analytics, Inc.	10/26/2022	Yes
Customers Bank	10/26/2022	Yes
Dousa, Gregory	10/24/2022	Yes
Escape Mortgage LLC	10/18/2022	Yes
Federal Home Loan Mortgage Corporation	10/26/2022	Yes
Federal National Mortgage Association	10/25/2022	Yes
Flagstar Bank, FSB	10/26/2022	Yes
Gregory Dousa	10/24/2022	Yes
HCL America, Inc.	10/25/2022	Yes
HLP INTEGRATION	10/26/2022	Yes
J.V.B. Financial Group LLC	10/25/2022	Yes
James W. Richard	10/26/2022	Yes
Jennifer Wolter	10/26/2022	Yes
Jessica Yvette Rodriguez	10/26/2022	Yes
Jessie Palmer	10/26/2022	Yes
Justin Glass	10/26/2022	Yes
Kari Crutcher	10/19/2022	Yes
Lawyers Title Company	10/18/2022	Yes
Leighton, Stacy J	10/20/2022	Yes
Liberty Mutual Insurance Company	10/25/2022	Yes
Lynley VanSingel	10/26/2022	Yes
Lynx Whole Loan Acquisition LLC	10/26/2022	Yes
Massachusetts Mutual Life Insurance Company	10/25/2022	Yes
Melanie Meyer	10/26/2022	Yes
Melissa Data Corporation	10/14/2022	Yes
Ncontracts, LLC	10/25/2022	Yes
Nicholas D. Mosser	10/24/2022	Yes
Optimal Blue, LLC	10/25/2022	Yes
Orca, Jason M.	10/24/2022	Yes
Planet Home Lending, LLC	10/24/2022	Yes
Rushmore Loan Management Services LLC	10/26/2022	Yes
Seneca Mortgage Servicing	10/21/2022	Yes
Seroka and Associates, Inc.	10/20/2022	Yes
Soulence, LLC dba Soulence Tax and Accounting	10/24/2022	Yes
SREP-OCPFWTX, LLC Successor-in-Interest to Throckmorton Fw3, LLC	10/27/2022	Yes
Texas Capital Bank	10/26/2022	Yes
The Appraisal Hub, LLC	10/25/2022	Yes
The North River Insurance Company	10/26/2022	Yes
WSFS Wealth	10/20/2022	Yes
Yvette Ramirez	10/23/2022	Yes
Yvonne M Clay	10/24/2022	Yes